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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, JULY 16, 1999

JOINT PETITION OF

DOMINION RESOURCES, INC.

and

CASE NO. PUA990020

CONSOLIDATED NATURAL GAS COMPANY

For approval of agreement and plan  
of merger under Chapter 5 of Title 56  
of the Code of Virginia

ORDER ESTABLISHING HEARING AND PROCEDURAL DATES

On April 5, 1999, Dominion Resources, Inc. ("DRI") and Consolidated Natural Gas Company ("CNG") (collectively, the "Petitioners") filed a joint petition requesting approval under Chapter 5, Title 56, of the Code of Virginia (§ 56-88 et seq.) of a proposed transaction that would result in CNG becoming a wholly-owned subsidiary of DRI. On May 6, 1999, the Petitioners provided additional information clarifying and amending the joint petition. The Petitioners subsequently filed an Amended and Restated Agreement and Plan of Merger on May 21, 1999.

On May 21, 1999, the Commission entered an Order for Notice and Comment and Extending Time for Review, wherein, among other things, we provided for interested persons to file, on or before July 13, 1999, comments and request a hearing. We further directed the Petitioners to furnish notice of their

application, including the referenced procedural dates for persons to file comments and requests for hearing.

On July 13, 1999, three parties filed comments and/or requests for hearing.<sup>1</sup> The Virginia Independent Power Producers, Inc. filed comments and requested a hearing. Old Dominion Electric Cooperative and the Virginia, Maryland & Delaware Association of Electric Cooperatives jointly filed comments and a request for hearing. The Virginia Committee for Fair Utility Rates filed comments and requested the opportunity to be heard if a hearing were to be conducted.

Also on July 13, 1999, the Staff of the State Corporation Commission ("Staff") filed a motion requesting that the Commission extend the time by which the Staff shall file its report in this proceeding, from August 6, 1999, to September 8, 1999. The Staff further requested that the Commission establish a date for the Petitioners to file a response to the comments filed by interested persons on July 13, 1999, and the Staff report to be filed thereafter, and to establish a reserved date for a hearing in the event the Commission ultimately determines a hearing is necessary. In its motion, the Staff states that due to the complexity of the issues and the need for additional

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<sup>1</sup> On July 9, 1999, the City of Richmond filed a motion requesting an extension to July 20, 1999, in which to file its comments, if any. The Commission granted this motion on July 13, 1999.

discovery and analysis, it will require more time than is presently allocated for it to address fully certain issues pertinent to the joint petition.

NOW THE COMMISSION, upon consideration of the comments and requests for hearing filed by interested persons on July 13, 1999, and the Staff's motion, is of the opinion that a hearing should be conducted, and that additional and revised procedural dates should be established as set forth herein, including providing for interested persons to participate as Protestants in this proceeding. Accordingly,

IT IS ORDERED THAT:

(1) A public hearing before the Commission shall be held on October 18, 1999, beginning at 10:00 a.m., in the Commission's 2<sup>nd</sup> floor Courtroom located in the Tyler Building, 1300 East Main Street, Richmond, Virginia, for the purpose of receiving evidence relevant to the joint petition.

(2) The date for the Staff to file a report and/or testimony on the joint petition is extended from August 6, 1999, to September 8, 1999.

(3) On or before August 10, 1999, any person, (including, but not limited to, those filing comments on July 13, 1999) desiring to submit evidence, cross-examine witnesses, or otherwise participate in the proceeding as a Protestant, in accordance with Rule 4:6 of the Commission's Rules of Practice

and Procedure, shall file with the Clerk of the Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, an original and twenty (20) copies of a Notice of Protest as provided by Rule 5:16(a), and shall serve a copy on the Petitioners. Service on the Petitioners shall be made on Edward L. Flippen, Esquire, McGuire, Woods, Battle & Boothe, One James Center, 901 East Cary Street, Richmond, Virginia 23219.

(4) Within five (5) days of receipt of any Notice of Protest, Petitioners shall serve on each Protestant, who has not already received such, a copy of all materials now filed with the Commission. Petitioners shall also serve on each Protestant a copy of all materials hereafter filed with the Commission.

(5) On or before September 8, 1999, each Protestant shall file with the Clerk of the Commission an original and twenty (20) copies of a Protest and prepared testimony and exhibits the Protestant intends to present at the public hearing, as provided by Rules 5:16(b) and 6:2, and shall serve a copy on the Petitioners and other Protestants.

(6) On or before September 29, 1999, the Petitioners may file testimony in response to the July 13, 1999, comments and September 8, 1999, filings, and shall also identify its witnesses who will appear at the October 18, 1999, hearing to sponsor the application in Petitioners' direct case.

(7) Any interested person may appear as an Intervenor in the proceeding, pursuant to Rule 4:7, and make a statement at the October 18, 1999, hearing in support of or in opposition to the application. Such persons need only appear in the Commission's courtroom at 9:45 a.m. on the day of the hearing and execute and file with the bailiff a notice of appearance form provided for this purpose.

(8) On or before October 7, 1999, all parties and the Staff shall file an original and twenty (20) copies of a pre-hearing brief addressing all legal and factual issues presented in this proceeding and shall serve a copy on Petitioners, Protestants and Staff.